

MAY 06 2003
PATENT & TRADEMARK OFFICE

76

TRANSMITTAL FORM

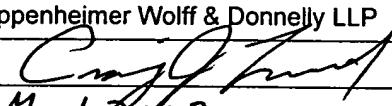
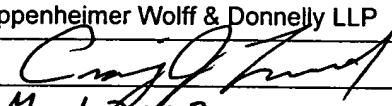
(to be used for all correspondence after initial filing)

Total Number of Pages in This Submission	19	Attorney Docket Number	14862/323
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ENCLOSURES (check all that apply)

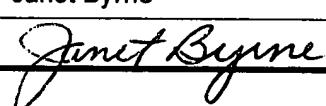
<input type="checkbox"/> Fee Transmittal Form <input type="checkbox"/> Fee Attached <input type="checkbox"/> Amendment/Reply <input type="checkbox"/> After Final <input type="checkbox"/> Affidavits/declaration(s) <input type="checkbox"/> Extension of Time Request <input type="checkbox"/> Express Abandonment Request <input type="checkbox"/> Information Disclosure Statement <input type="checkbox"/> Certified Copy of Priority Document(s) <input type="checkbox"/> Response to Missing Parts/ Incomplete Application <input type="checkbox"/> Response to Missing Parts under 37 CFR 1.52 or 1.53	<input type="checkbox"/> Assignment Papers (for an Application) <input type="checkbox"/> Drawings <input type="checkbox"/> Licensing-related Papers <input type="checkbox"/> Petition <input type="checkbox"/> Petition to Convert to a Provisional Application <input checked="" type="checkbox"/> Power of Attorney, Revocation Change of Correspondence Address <input type="checkbox"/> Terminal Disclaimer <input type="checkbox"/> Request for Refund <input type="checkbox"/> CD, Number of CD(s) _____	<input type="checkbox"/> After Allowance Communication to Group <input type="checkbox"/> Appeal Communication to Board of Appeals and Interferences <input type="checkbox"/> Appeal Communication to Group (Appeal Notice, Brief, Reply Brief) <input type="checkbox"/> Proprietary Information <input type="checkbox"/> Status Letter <input type="checkbox"/> Other Enclosure(s) (please identify below)
Remarks	RECEIVED MAY 07 2003 Technology Center 2100	

SIGNATURE OF APPLICANT, ATTORNEY, OR AGENT

Firm or Individual name	Craig J. Lervick, Reg. No. 35,244 Attorney for Assignee Oppenheimer Wolff & Donnelly LLP 
Signature	
Date	May 1, 2003

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service with sufficient postage as first class mail in an envelope addressed to: Commissioner for patents, P.O. Box 1450, Alexandria, VA 22313 on this date: May ____ 2003

Typed or printed name	Janet Byrne		
Signature		Date	5-1-03

BEST AVAILABLE COPY



PATENT

THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant : George Kramerich et al.

Serial No. : 09/936,987

Filing Date : March 5, 2002

Group Art Unit: 2181

Title : SYSTEM FOR INDEXING
PEDESTRIAN TRAFFIC

Examiner: Unassigned

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Docket No : 14862/323

Technology Center 2100

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313

I CERTIFY THAT THIS PAPER IS BEING DEPOSITED WITH
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ASSISTANT COMMISSIONER FOR PATENTS, P.O. BOX
1450, ALEXANDRIA, VA 22313, ON MAY /, 2003. (37
CFR 1.8a)

Janet Byrne

**POWER OF ATTORNEY/CHANGE OF ADDRESS BY ASSIGNEE
OF ENTIRE INTEREST
(REVOCATION OF PRIOR POWERS)**

As assignee of record of the entire interest of the above identified Application, all powers of attorney previously given are hereby revoked and the following attorney(s) and/or agent(s) are hereby appointed to prosecute and transact all business in the Patent and Trademark Office connected herewith.

OPPENHEIMER WOLFF & DONNELLY LLP

Anderson, W. Reg. 41,585	Garcia, G., Reg. 50,899	MacLean, K.A., Reg. 31,118
Berges, J., Reg. 50,361	Hamrick, C.A.S., Reg. 22,586	McKinley, D., Reg. 42,867
Bosworth, M.K., Reg. 28,186	Hansen, S., Reg. 38,486	Morton, C.A., Reg. 44,954
Bovasso, L.J., Reg. 24,075	Hayden, R.D., Reg. 42,645	Nader, R., Reg. 47,260
Boyce, J., Reg. 40,920	Harris, M.D., Reg. 26,690	Owen, V. Reg. 44,274
Canter, B., Reg. 34,792	Heyninck, M., Reg. 44,763	Proul, E., Reg. 45,025
Chen, A., Reg. 48,508	Hilberg, C.R., Reg. 48,740	Rose, A.C., Reg. 17,047
Chou, C., Reg. 41,672	Inskeep, J.W., Reg. 33,910	Sherry, L., Reg. 43,918
Cullman, L.C., Reg. 39,645	Larson, D.N., Reg. 29,401	Smith, G.P., Reg. 20,142
Diepenbrock III, A.B., Reg. 39,960	Lazaris, S.J., Reg. 45,981	Swienton, B., Reg. 49,030
Edwards, W.G., Reg. 44,426	Lervick, C.J., Reg. 35,244	Valencia, R., Reg. 43,216
	Lieske, S.C., Reg. 47,749	Wrigley, B. Reg. 34,950

Please send all future correspondence to: Craig J. Lervick

Oppenheimer Wolff & Donnelly LLP
45 South Seventh Street, Suite 3300
Minneapolis, MN 55402
Direct Telephone calls to Craig J. Lervick at (612) 607-7387.

The assignee in this case is:

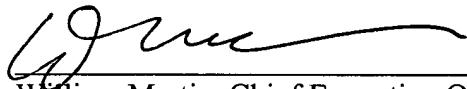
ShopperTrak RCT Corporation

- Recorded in PTO on
Reel
Frame
- Recorded herewith (see attached Statement Under 37 CFR 3.73(b))

ASSIGNEE CERTIFICATION

In accordance with 37 CFR 3.73 the assignee hereby certifies that the evidentiary documents with respect to its ownership have been reviewed and that, to the best of assignee's knowledge and belief, title is in the assignee seeking to take this action.

ShopperTrak RCT Corporation



William Martin, Chief Executive Officer



STATEMENT UNDER 37 CFR 3.73(b)

Applicant/Patent Owner: RCT Systems, Inc.

Application No./Patent No.: Serial No. 09/936,987 Filed/Issue Date: Filed: March 5, 2002

Entitled: SYSTEM FOR INDEXING PEDESTRIAN TRAFFIC

ShopperTrak RCT Corporation, a Illinois Corporation

(Name of Assignee) (Type of Assignee, e.g. corporation, partnership, university, government agency, etc.)

states that it is:

- the assignee of the entire right, title, and interest; or
- an assignee of less than the entire right, title and interest.

The extent (by, percentage) of its ownership interest is _____ %

in the patent application/patent identified above by virtue of either:

A. An assignment from the inventor(s) of the patent application/patent identified above. The assignment was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

OR

B. A chain of title from the inventor(s), of the patent application/patent identified above, to the current assignee as shown below:

1. From: George Kramerich; Barbara Johnson; Krista Dieberardino; William Jackewicz; James Martin and Andrew Voss To: RCT Systems, Inc.

The document was recorded in the United States Patent and Trademark Office at Reel 012666, Frame 0685, or for which a copy thereof is attached.

2. From: RCT Systems, Inc. To: Quadrix Corporation

The document was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

3. From: Quadrix Corporation To: ShopperTrack RCT Corporation

The document was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

4. From: ShopperTrack RCT Corporation To: ShopperTrak RCT Corporation

The document was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

[] Additional documents in the chain of title are listed on a supplemental sheet.

Copies of assignments or other documents in the chain of title are attached.

[NOTE: A separate copy (i.e., the original assignment document or a true copy of the original document) must be submitted to Assignment Division in accordance with 37 CFR Part 3, if the assignment is to be recorded in the records of the USPTO. See MPEP 302.08]

The undersigned (whose title is supplied below) is authorized to act on behalf of the assignee.

Date

William Martin

Typed or printed name

Signature

Chief Executive Officer

Title

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FORM PTO-1595
(Rev. 03/01)

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

OMB No. 0651-0011 (exp. 5/31/2002)

PATENTS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

RCT Systems, Inc.

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

<input checked="" type="checkbox"/> Assignment	<input type="checkbox"/> Merger
<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Change of Name
<input type="checkbox"/> Other _____	

Execution Date(s): December 19, 2001

2. Name and address of receiving party(ies):

Name: Quadrix Corporation

Internal Address:

Street Address: 8170 S. Madison Street

City: Burr Ridge State: IL ZIP: 60521

Additional name(s) of receiving party(ies) attached? Yes No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No(s).

09/936,987

B. Patent No(s).

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Technology Center 2100

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Craig J. Lervick

Internal Address: 3300 Plaza VII Building

Street Address: 45 South Seventh Street

City: Minneapolis State: MN ZIP: 55402

Our File No.: 14862/323

6. Total number of applications and patents involved: 1

7. Total Fee (37 CFR 3.41).....\$40.00.

Enclosed

Authorized to be charged to deposit account

Authorized to charge any underpayment or credit any overpayment to deposit account.

8. Deposit account number:

50-1901

(Attach duplicate copy of this page if paying by deposit account.)

DO NOT USE THIS SPACE

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*_____
Craig J. Lervick

Name of Person Signing

Signature

4-8-03

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

ASSIGNMENT OF PATENT RIGHTS

THIS ASSIGNMENT OF PATENT RIGHTS is entered this 31st day of December, 2001, by and among RCT Systems, Inc., an Illinois corporation (the "Assignor"), and Quadrix Corporation, an Illinois corporation (the "Assignee").

WHEREAS, Assignor desires to assign, and Assignee desires to acquire all Assignor's right, title and interest in and to the inventions, patent applications and issued patents identified in Exhibits A and B (the "Patent Rights");

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor, as a beneficial owner, does hereby assign, sell and transfer to Assignee all of its right, title and interest in and to the Patent Rights, together with the Assignor's entire right, title and interest in and to said invention and all patent applications therefor in all countries foreign to the United States, including the Assignor's full right to claim for any such application all benefits and priority rights under any applicable convention; together with the Assignor's entire right, title and interest in and to all continuations, divisions, renewals and extensions of any of the patent applications identified above. Assignor does further consent to the recordation of this assignment by Assignee with the Commissioner of Patents and Trademarks.

IN WITNESS WHEREOF the Assignor has executed this Assignment of Patent Rights as of the date first written above.

RCT SYSTEMS, INC.

By:

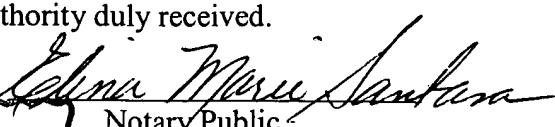
Name: Vining A. Sherman, Jr.

Title: Chief Financial Officer

State of Illinois)

County of Cook)

On this 19 th day of December, 2001, before me appeared the undersigned, who signed this instrument pursuant to authority duly received.


Notary Public

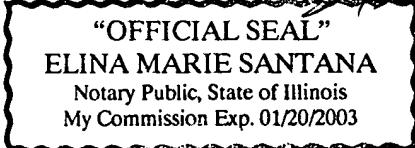


EXHIBIT B – FOREIGN PATENT RIGHTS

47276-00002AUPT Australia 67861/94 677847
 VIDEO MONITORING OF PEDESTRIAN TRAFFIC IN RETAIL STORES

47276-00002CAPT Canada 2161873 2161873
 05/09/1994

 VIDEO MONITORING OF PEDESTRIAN TRAFFIC IN RETAIL STORES

47276-00002EPPT European Union 94916056.8 0700623
 Filed 05/09/1994

 VIDEO MONITORING OF PEDESTRIAN TRAFFIC IN RETAIL STORES

47276-00014WOPT Worldwide Patent Cooperation Treaty US00/07001
 Filed 03/17/2000

 SYSTEM FOR INDEXING PEDESTRIAN TRAFFIC

EXHIBIT A – U.S. PATENT RIGHTS

J&G Number	Country	Title	Serial # & Date	Patent Number
Status				
47276-00002USC1	United States	FWC - VIDEO MONITORING OF PEDESTRIAN TRAFFIC IN RETAIL STORES	08/370825	5465115
47276-00013USPT	United States	PEDESTRIAN TRAFFIC MONITOR AND CLASSIFICATION SYSTEM		

FORM PTO-1595

(Rev. 03/01)

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE

U.S. Patent and Trademark Office

OMB No. 0651-0011 (exp. 5/31/2002)

PATENTS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Quadrix Corporation

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date(s): December 14, 2001

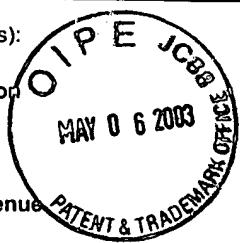
2. Name and address of receiving party(ies):

Name: ShopperTrack RCT Corporation

Internal Address:

Street Address: 5511 N. Cumberland Avenue

City: Chicago State: IL ZIP: 60656

Additional name(s) of receiving party(ies) attached? Yes No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is:

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A. Patent Application No(s).

09/936,987

B. Patent No(s).

MAY 07 2003

Technology Center 2100

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Craig J. Lervick

Internal Address: 3300 Plaza VII Building

Street Address: 45 South Seventh Street

City: Minneapolis State: MN ZIP: 55402

Our File No.: 14862/323

6. Total number of applications and patents involved: 1

7. Total Fee (37 CFR 3.41).....\$40.00.

 Enclosed Authorized to be charged to deposit account Authorized to charge any underpayment or credit any overpayment to deposit account.

8. Deposit account number:

50-1901

(Attach duplicate copy of this page if paying by deposit account.)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Craig J. Lervick

Name of Person Signing

Signature_____
4-8-03

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231

MAY 06 2003

(Rev. Jan. 1999)

BCA-10.30**ARTICLES OF AMENDMENT**File # **D5856-097-9**

Jesse White
 Secretary of State
 Department of Business Services
 Springfield, IL 62756
 Telephone (217) 782-1832

Remit payment in check or money order, payable to "Secretary of State."
 The filing fee for restated articles of amendment - \$100.00
<http://www.sos.state.il.us>

FILED PAID

DEC 18 2001

DEC 20 2001

JESSE WHITE
 SECRETARY OF STATEEXpedited
 SECRETARY OF STATE**SUBMIT IN DUPLICATE**This space for use by
 Secretary of StateDate **12-18-01**Franchise Tax \$
 Statute Fee* \$25.00
 Penalty \$Approved: **KK**1. CORPORATE NAME: Quadrix Corporation

CP0748854

(Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on December 14,
2001 in the manner indicated below. ("X" one box only)

- By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; (Note 2)
- By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)
- By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)
- By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Notes 4 & 5)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 5)

3. TEXT OF AMENDMENT:

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

ShopperTrack RCT CorporationKK**RECEIVED**

(NEW NAME)

MAY 07 2003

All changes other than name, includ on page 2
(over)**Technology Center 2100**



Text of Amendment

b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)*

See Exhibit A attached to and made a part of these Articles of Amendment.

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4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (*If not applicable, insert "No change*)

No change

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (*If not applicable, insert "No change*)

No change

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (*If not applicable, insert "No change*)

No change

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

(Complete either Item 6 or 7 below. All signatures must be in BLACK INK.)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated December 14, 2001
(Month & Day) 2001 (Year)
attested by John H. Doll
(Signature of Secretary or Assistant Secretary)
John H. Doll, Secretary
(Type or Print Name and Title)

Quadrix Corporation
(Exact Name of Corporation at date of execution)
by William Martin
(Signature of President or Vice President)
William Martin, President
(Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____
(Month & Day) _____
(Year) _____

Exhibit A

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
QUADRIX CORPORATION**

RESOLVED, that the Articles of Incorporation of Quadrix Corporation (the "Corporation") are hereby amended by deleting Article 4 in its entirety and replacing it with a new Article 4 to read as follows:

Section 4.1 Shares.

The total number of shares which the Corporation shall have the authority to issue is 11,500,000 shares which shall be divided into two classes, one of which shall be designated Common Stock and shall comprise 10,000,000 shares and one of which shall be designated Non-Voting Common Stock and shall comprise 1,500,000 shares.

Section 4.2 Common Shares.

The 10,000,000 shares of Common Stock that the Corporation has issued or has authority to issue constitute a separate and single class of shares known as Common Stock, which shall be without par value, shall not be issued in series, and shall all have the same preferences, limitations and relative rights.

Section 4.3 Non-Voting Common Shares.

The 1,500,000 shares of Non-Voting Common Stock that the Corporation has issued or has authority to issue constitute a separate and single class of shares known as Non-Voting Common Stock, which shall be without par value, shall not be issued in series, and shall all have the same preferences, limitations and relative rights.

Section 4.4 Voting Rights.

(a) Except as otherwise provided below or by law, the holders of shares of Common Stock and the holders of shares of Non-Voting Common Stock voting together and without distinction as to class shall be entitled to one vote per share in all proceedings in which action shall be taken by shareholders of the Corporation.

(b) The holders of Common Stock shall have the sole right to vote upon the election of directors of the Corporation.

(c) The holders of Non-Voting Common Stock shall not be entitled to vote upon the election of directors of the Corporation.

(d) Cumulative voting rights are eliminated in all circumstances for holders of Common Stock.

Section 4.5 Dividend Rights.

(a) No dividends will be payable upon the Common Stock or the Non-Voting Common Stock, except as declared from time to time by the board of directors.

(b) All dividends will be in equal amounts per share for both Common Stock and Non-Voting Common Stock.

Section 4.6 Liquidation Rights.

Upon any dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the assets of the Corporation available for distribution to its shareholders shall be distributed among and paid to the holders of the outstanding shares of Common Stock and Non-Voting Common Stock, in proportion to the number of shares held by them respectively.

NOTES and INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of Stat , BEFORE any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)

NOTE 3: Directors may adopt amendments without shareholder approval in only seven instances, as follows:

- (a) to remove the names and addresses of directors named in the articles of incorporation;
- (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
- (c) to increase, decrease, create or eliminate the par value of the shares of any class, so long as no class or series of shares is adversely affected.
- (d) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
- (e) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
- (f) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05;
- (g) to restate the articles of incorporation as currently amended. (§ 10.15)

NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of th outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)

NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

FORM PTO-1595
(Rev. 03/01)

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

OMB No. 0651-0011 (exp. 5/31/2002)

PATENTS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

ShopperTrack RCT Corporation

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date(s): March 4, 2002

2. Name and address of receiving party(ies):

Name: ShopperTrak RCT Corporation

Internal Address:

Street Address: 5511 N. Cumberland Avenue

City: Chicago State: IL ZIP: 60656

Additional name(s) of receiving party(ies) attached? Yes No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No(s).

09/936,987

B. Patent No(s).

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Technology Center 2100

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Craig J. Lervick

Internal Address: 3300 Plaza VII Building

Street Address: 45 South Seventh Street

City: Minneapolis State: MN ZIP: 55402

Our File No.: 14862/323

6. Total number of applications and patents involved: 1

7. Total Fee (37 CFR 3.41). \$40.00.

Enclosed
 Authorized to be charged to deposit account
 Authorized to charge any underpayment or credit any overpayment to deposit account.

8. Deposit account number:

50-1901

(Attach duplicate copy of this page if paying by deposit account.)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Craig J. Lervick

Name of Person Signing

Signature

4-8-03

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231

ARTICLES OF AMENDMENT

Jesse White
 Secretary of State
 Department of Business Services
 Springfield, IL 62756
 Telephone (217) 782-1832

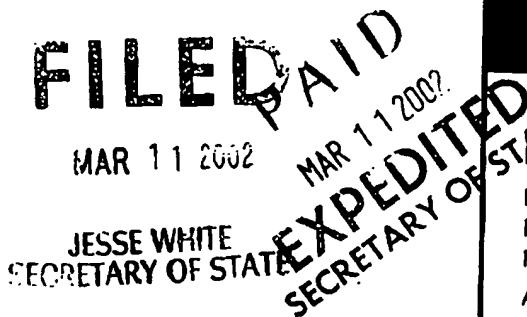
Remit payment in check or money order, payable to "Secretary of State."

The filing fee for restated articles of amendment - \$100.00

<http://www.sos.state.il.us>

File # 5856-097-9

SUBMIT IN DUPLICATE



This space for use by
 Secretary of State

Date 3-11-02

Franchise Tax \$
 Filing Fee \$25.00
 Penalty \$

Approved: KK



CP0163415

✓
 (Note 1)

1. CORPORATE NAME: ShopperTrack RCT Corporation

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on December 14 (Month & Day)
2001 (Year) in the manner indicated below. ("X" one box only) ✓

- By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; (Note 2)
- By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)
- By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 2)
- By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; ✓ (Note 3)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Note 4)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Notes 4 & 5)

3. TEXT OF AMENDMENT:

(Note 5)

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

ShopperTrak RCT Corporation

(NEW NAME)

All changes other than name, include on page 2
 (over)

Text of Amendment

b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)*

✓

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (*If not applicable, insert "No change"*)

No change.

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (*If not applicable, insert "No change"*)

No change.

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (*If not applicable, insert "No change"*)

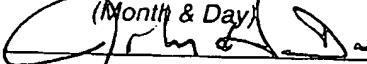
No change.

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

(Complete either Item 6 or 7 below. All signatures must be in BLACK INK.)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated March 4, 2002
(Month & Day) (Year)

attested by 
John H. Doll
(Signature of Secretary or Assistant Secretary)
William E. Martin
(Signature of President or Vice President)

ShopperTrack RCT Corporation
(Exact Name of Corporation at date of execution)
William E. Martin
(Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____
(Month & Day) (Year)

NOTES and INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (<§ 10.10)

NOTE 3: Directors may adopt amendments without shareholder approval in only seven instances, as follows:

- (a) to remove the names and addresses of directors named in the articles of incorporation;
- (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
- (c) to increase, decrease, create or eliminate the par value of the shares of any class, so long as no class or series of shares is adversely affected.
- (d) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
- (e) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
- (f) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05,
- (g) to restate the articles of incorporation as currently amended. (<§ 10.15)

NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (<§ 10.20)

NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (<§§ 7.10 & 10.20)